

CITYNET

www.citynet.net

December 5, 2003

VIA HAND DELIVERY

Marlene H. Dortch, Secretary
Office of the Secretary
c/o Vistronix, Inc.
236 Massachusetts Avenue, N E
Suite 110
Washington, DC 20002

RECEIVED

DEC - 8 2003

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARYRe: CC Docket No 00-257, Notification Regarding Acquisition of Customers

Dear Ms. Dortch,

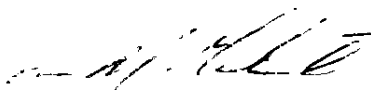
Citynet Fiber Network, LLC ("Citynet") hereby notifies the Commission, pursuant to 47 C.F.R. § 64.1120(e), of the impending transfer of the customer base and certain related telecommunications assets of AFN Communications, LLC ("AFN") to Citynet's affiliated telecommunications service providers, pursuant to an Asset Purchase Agreement entered into by and among Citynet and AFN, its parent company, and affiliates. The interstate telecommunications services being provided by AFN that are being transferred include private line and dedicated access provided primarily on a wholesale basis, but also includes some end user customers. Following the transfer, Citynet's affiliated telecommunications service providers – Citynet West Virginia, LLC, Citynet Ohio, LLC, and Citynet Pennsylvania, LLC – will provide interstate telecommunications services (as well as the intrastate services) to the affected customers. The transfer of the customer base will occur as soon as the requisite regulatory requirements are met.

Citynet, Citynet West Virginia, LLC, Citynet Ohio, LLC and Citynet Pennsylvania, LLC are limited liability companies organized under the laws of the State of Delaware. AFN is also a limited liability company organized under the laws of the State of Delaware.

Attached are a copy of the notice letters that were sent to the affected subscriber base and a certification as required by 47 C.F.R. § 64.1120(e)(1). As outlined in Appendix A., attached hereto, the separate forms of notice associated with this transaction reflect differences in the service provider. Please include this notice and the attachments in the record of the above-referenced proceeding.

An original and one (1) copy of this letter are submitted herewith, and we would appreciate it if you would please date stamp the enclosed extra copy of this letter and return it in the envelope provided.

Sincerely,



James R. J. Martin, II
Manager/President

No. of Copies rec'd
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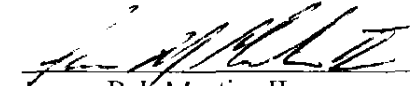
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Appendix A

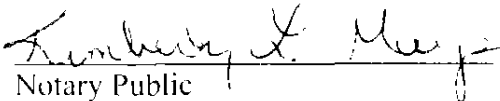
1. Citynet West Virginia, LLC/AFN
2. Citynet Ohio, LLC/AFN
3. Citynet Pennsylvania, LLC/AFN

CERTIFICATION OF COMPLIANCE

On behalf of Citynet Fiber Network, LLC ("Citynet") and its affiliated telecommunications providers, Citynet West Virginia, LLC, Citynet Ohio, LLC, and Citynet Pennsylvania, LLC, with regard to Citynet's acquisition of the interstate telecommunications customer base of AFN Communications, LLC, I hereby certify compliance with the requirements of 47 C.F.R. § 64.1120(e). This includes the provision of advanced subscriber notice, in accordance with 47 C.F.R. § 64.1120(e)(3), and the obligations specified in that notice

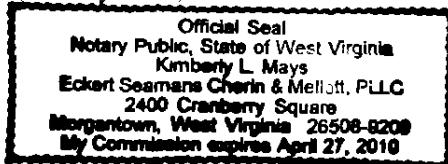

James R. J. Martin, II
Manager/President
Citynet Fiber Network, LLC

Subscribed and sworn to before me
this 5th day of December, 2003.


Notary Public

My Commission expires: April 27, 2010

(Notary Seal)





November 13, 2003

Re: Change of service provider, assignment of existing contracts

Dear Valued Customer,

AFN Communications, LLC ("AFN Communications") has recently entered into an Asset Purchase Agreement with Citynet Fiber Network, LLC. ("Citynet Fiber") to sell certain telecommunications assets to Citynet Fiber. AFN greatly values and appreciates your business and as a result, spent considerable time and energy selecting a leading telecommunications service provider to serve your needs.

Beginning on or after January 1, 2004, Citynet Fiber, and its affiliated telecommunications services providers, Citynet West Virginia, LLC ("Citynet Operating," and together with Citynet Fiber, "Citynet"), will be providing the telecommunications and related services that are currently being provided to you by AFN Communications and its affiliate AFN Telecom, LLC (together "AFN"). The following overview outlines how your services will be transitioned from AFN to Citynet. **There will be no interruption to your current telecommunications services.**

About Citynet Fiber Network

Citynet is an integrated communications provider offering data, Internet, voice and enterprise wide solutions to the business and residential community. A state of the art, secure, reliable communications network that enables unique applications is at the core of all Citynet product and service offerings. Additional information on Citynet is available on its website at www.citynet.net

Seamless Transfer of Services

As your new service provider, Citynet will continue to provide you with the same telecommunications services and other services you currently receive in accordance with the terms and conditions of your existing contract, and notice of future changes, if any, to those terms will be provided in accordance with your existing contracts and applicable law. Notice of this change in service providers has been filed with the Federal Communications Commission, and will be virtually transparent to you because Citynet will utilize similar, if not the same, facilities and support staff that currently serve your account. Please be assured that you will not incur any charge related to the transfer of your account to Citynet.

Who to Contact with Questions

While Citynet hopes that you will choose to remain with it following the transfer and for many years to come, you do have the right to select another carrier for your services consistent with the terms of your existing contract. Any questions you may have regarding your current services can be addressed by calling the AFN customer service department using your current toll-free number (1-866-236-2666). You may also contact Citynet's customer service department to learn more about Citynet and its service offerings prior to the transfer by calling its toll-free number (1-800-881-2638). Any service orders or

November 13, 2003

Page 2

complaints you may have prior to the transfer should be addressed to AFN, while any service orders or complaints you may have during the transfer may be directed to Citynet.

Contracts, Billing and Payment

In connection with this change in service providers, your existing contract with AFN will be assigned to Citynet. Effective on or after January 1, 2004, Citynet will assume all of the rights and responsibilities of AFN under your existing contract for services and your relationship with AFN under that contract will be transferred to Citynet. Citynet will provide additional information in the coming weeks relating to changes in billing addresses, technical support numbers, and other contract-related contact information. In the meantime, please continue to pay your invoices to AFN in the normal timely manner until further notice.

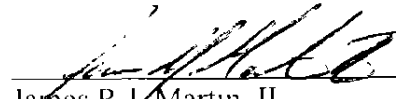
It has been the pleasure of AFN to provide you with quality telecommunications services and we emphasize that you are a valued customer and will be treated as such by Citynet, who looks forward to serving you and appreciates your business.

Sincerely,

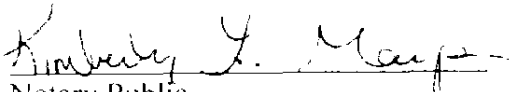
AFN Communications, LLC
Citynet Fiber Network, LLC

CERTIFICATION OF COMPLIANCE

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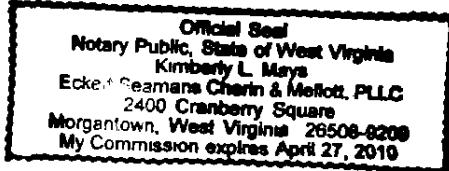

James R. J. Martin, II
Manager/President
Citynet Fiber Network, LLC

Subscribed and sworn to before me
this 2nd day of December, 2003.


Notary Public

My Commission expires April 27, 2010

(Notary Seal)





November 13, 2003

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AFN Communications, LLC ("AFN Communications") has recently entered into an Asset Purchase Agreement with Citynet Fiber Network, LLC. ("Citynet Fiber") to sell certain telecommunications assets to Citynet Fiber. AFN greatly values and appreciates your business and as a result, spent considerable time and energy selecting a leading telecommunications service provider to serve your needs.

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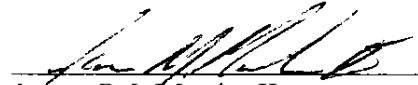
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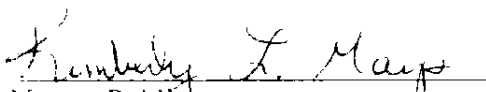
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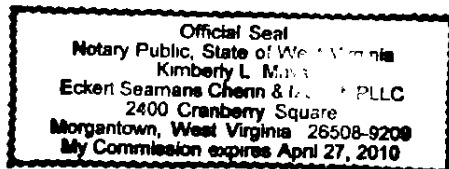

James R. J. Martin, II
Manager/President
Citynet Fiber Network, LLC

Subscribed and sworn to before me
this 5th day of December, 2003


Notary Public

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(Notary Seal)





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Citynet Fiber Network, LLC